

# Exhibit A

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## **COVENANT NOT TO SUE**

This Covenant Not to Sue (hereinafter, the “Covenant”) is made by Avelo, Inc., a Nevada corporation having a principal place of business at 12 Greenway Plaza, Suite 400, Houston, Texas (hereinafter, “Avelo”), and is effective as of June 26, 2025 (hereinafter, the “Effective Date”).

### RECITALS

WHEREAS, on May 16, 2025, Proton Associates LLC and Seth Miller (together hereinafter, “Plaintiffs”) commenced civil action number 2:25-cv-00856-CDS-BNW against Avelo in the United States District Court for the District of Nevada (hereinafter, the “Complaint”) seeking a declaratory judgment of non-infringement, under the Copyright Act of 1976, with respect to Avelo’s copyrights (hereinafter, “Count I”); a declaratory judgment of non-infringement, under Section 32 of the Lanham Act, with respect to Avelo’s federally registered trademarks (hereinafter, “Count II”); a declaratory judgment of non-dilution, under Section 43(c) of the Lanham Act, with respect to Avelo’s trademarks and trade dress (hereinafter, “Count III”); and (4) intentional interference with Miler’s existing contractual relationship with Lamar Advertising (hereinafter, “Count IV”), all in relation to Avelo’s efforts to protect the AVELO Marks (defined below);

WHEREAS, on June 25, 2025, Plaintiffs filed a First Amended Complaint (hereinafter, the “First Amended Complaint”) that omits Count IV, but maintains Counts I, II, and III, in substantially the same form as asserted in the Complaint;

WHEREAS, Avelo represents and warrants that it owns federal and common law trademark rights in its AVELO word and design marks, including United States Trademark Registration Number 6,910,702, registered November 29, 2022, United States Trademark Registration Number 6,657,107, registered March 1, 2022, and United States Trademark Registration Number 7,072,450, registered June 6, 2023, collectively hereinafter the “AVELLO Marks”;

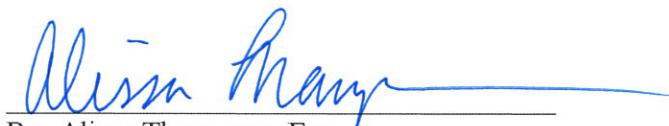
WHEREAS, Avelo has recently learned that Plaintiffs’ actions as recited in the Complaint and in the First Amended Complaint do not appear to infringe Avelo’s copyrights or dilute the AVELO Marks at a level sufficient to warrant the substantial time and expense of litigation and Avelo wishes to conserve resources relating to its enforcement of the AVELO Marks; and

NOW, THEREFORE, Avelo covenants as follows:

### COVENANT

AVELLO for and on behalf of itself, its parents, subsidiaries, divisions, related companies, affiliated companies, licensees, independent contract manufacturers, assigns, and/or other related business entities, as well as any of their predecessors, successors, directors, officers, employees, agents, distributors, attorneys, representatives, and employees of such entities, hereby unconditionally and irrevocably covenants to refrain from making any claim(s) or demand(s), or from commencing, causing, or permitting to be prosecuted any action in law or equity, against Plaintiffs or any of its parents, subsidiaries, divisions, related companies, affiliated companies,

licensees, independent contract manufacturers, assigns, and/or other related business entities, as well as any of their predecessors, successors, directors, officers, employees, agents, distributors, attorneys, representatives, and employees of such entities and all customers of each of the foregoing (whether direct or indirect), on account of any possible cause of action based on or involving copyright infringement, trademark dilution, or trade dress dilution, under state or federal law, in the United States, relating to the AVELO Marks based on: (1) any display by Plaintiffs of pictures of Avelo's aircraft, Avelo's trademarks, and/or Avelo's trade dress on billboards; or (2) any use by Plaintiffs of the AVELO Marks, or any colorable imitation thereof, including, without limitation, AVELNO! on the <avelno.com> website, regardless of whether such display or use occurs before or after the Effective Date of this Covenant.



By: Alissa Thompson, Esq.  
Director of Legal and Corporate Counsel  
Avelo, Inc.